#### EXHIBIT C

LaPuma Declaration

UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE	
	X
	)
In re:	) Chapter 11
	)
The Hertz Corporation, et al., <sup>1</sup>	) Case No. 20-11218 (MFW)
	)
	)
Debtors.	) (Jointly Administered)
	) Hearing Date: August 12, 2020, at 10:30
	a.m. (ET)
	X Objection Deadline: August 5, 2020 at
	4:00 p.m. (ET)

# DECLARATION OF ELIZABETH LAPUMA IN SUPPORT OF APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE HERTZ CORPORATION, ET AL., FOR ORDER: AUTHORIZING EMPLOYMENT AND RETENTION OF UBS SECURITIES LLC AS INVESTMENT BANKER NUNC PRO TUNC TO JUNE 17, 2020

Elizabeth LaPuma, makes this declaration under 28 U.S.C. § 1746, and states the following:

- 1. I am a Managing Director at UBS Securities LLC ("<u>UBS</u>") and am duly authorized to make this declaration (the "<u>Declaration</u>"). I make this Declaration on behalf of UBS.
- 2. I submit this Declaration in support of the application (the "<u>Application</u>")<sup>2</sup> of the Official Committee of Unsecured Creditors (the "<u>Committee</u>") of the above-captioned debtors and debtors in possession (the "<u>Debtors</u>") for entry of an order authorizing the retention and employment of UBS as investment banker to the Committee, *nunc pro tunc* to June 17, 2020

The last four digits of The Hertz Corporation's tax identification number are 8568. The location of the debtors' service address is 8501 Williams Road, Estero, FL 33928. Due to the large number of debtors in these chapter 11 cases, for which joint administration for procedural purposes has been requested, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors' claims and noticing agent at https://restructuring.primeclerk.com/hertz.

<sup>&</sup>lt;sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Application.

(the "Engagement"). The Application seeks an order authorizing the Committee's retention and employment of UBS as investment banker on the terms and conditions set forth in the Engagement Letter attached to the Application as Exhibit B, as modified by the proposed order annexed to the Application. I submit this Declaration in compliance with sections 328 and 1103(a) of the Bankruptcy Code and to provide the disclosure required under Rules 2014(a) and 2016 of the Bankruptcy Rules and Rules 2014-1 and 2016-2 of the Local Rules.

- 3. Unless otherwise stated in this Declaration, and based on inquiries of UBS deal team members working on the Engagement, I have personal knowledge of the facts as set forth herein. To the extent that any information disclosed herein requires subsequent amendment and/or modification, UBS will use reasonable efforts to file a supplemental declaration reflecting such amended and/or modified information.
- 4. To the best of my knowledge, information and belief, UBS: (a) is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code; (b) does not hold or represent an interest materially adverse to the Debtors, their creditors, or their shareholders with respect to the matters for which UBS is to be employed; and (c) has no connection to the Debtors, their creditors, shareholders, or related parties herein except as disclosed in this Declaration.
- 5. UBS has undertaken an internal search to determine whether UBS has any conflicts or other relationships that might cause it not to be eligible for employment by the Committee in these Chapter 11 Cases. In connection with its proposed retention by the Committee in these Chapter 11 Cases, UBS obtained from the Debtors and/or their representatives the names of individuals and entities that may be parties in interest in these Chapter 11 Cases and certain additional parties that had filed a notice of appearance in the Chapter 11 Cases prior to July 1,

2020 (the "<u>Potential Parties in Interest</u>"), which parties are listed on <u>Schedule 1</u> attached hereto.

UBS then compared the names of the Potential Parties in Interest with the names of entities for which UBS and/or UBS Investment Bank provided services in the last two years or currently hold any debt or equity or other significant relationships (the "<u>Internal Review</u>").

- 6. Based on the foregoing inquiry, to the best of my knowledge and belief, UBS' and UBS Investment Bank's representation of the Potential Parties in Interest was or is only on matters that are unrelated to the Debtors and these Chapter 11 Cases. In particular, to the best of my knowledge, information, and belief, UBS is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, in that UBS and its professionals:
  - a. are not creditors or insiders of the Debtors;
  - b. have not been, within three years before the date of this declaration, a director, officer, or employee of the Debtors; and
  - c. have certain relationships with certain of the Debtors' creditors, other parties in interest and other professionals in connection with unrelated matters, but have not provided services to any such creditor, party or professional in connection with matters relating to the Debtors or these Chapter 11 Cases.
- 7. Neither I nor any of the UBS professionals who will provide services for the Committee is related to any Judge of this Court, the U.S. Trustee, or Assistant U.S. Trustee for this District, or the U.S. Trustee trial attorney assigned to these Chapter 11 Cases.
- 8. In connection with the Internal Review, UBS Investment Bank identified a small subset of Potential Parties in Interest (or one or more of their affiliates, as the case may be) that UBS or the UBS Investment Bank (i) provided services to within the last two years or is currently providing services to, in each case wholly unrelated to the Debtors and these Chapter 11 Cases or (ii) holds equity interests in such Potential Party In Interest (collectively, the "UBS"

Connections"). The UBS Connections are noted by an asterisk on Schedule 1. The revenue generated from the UBS Connections on an individual basis over the past two years is less than 1% of UBS Investment Bank's total revenue over such two-year time period. UBS' equity ownership in any Potential Party in Interest is less than 1% of such Party in Interest equity holding with the exception of 2 non-debtor and non-debtor affiliated public companies where UBS holds less than 3%<sup>3</sup>.

9. Also, UBS Investment Bank may have provided or received services, is currently providing or receiving services, or in the future may provide or receive services to or from mutual clients and law firms, financial advisors, accounting firms, and other professionals that are Potential Parties in Interest or may become parties in interest, all in matters unrelated to these Chapter 11 Cases. In addition, UBS Investment Bank may have provided services, is currently providing services or in the future may provide services to persons who are creditors, vendors, suppliers, landlords, taxing authorities, insurance companies, utility providers or shareholders of the Debtors, otherwise have a business relationship with the Debtors, or who are competitors or customers of the Debtors. Potential Parties in Interest, persons that may become parties in interest in these cases, and persons that have business relationships with the Debtors, are competitors of the Debtors, or that are customers of the Debtors may be: (a) parties in interest in other bankruptcy cases where UBS or UBS Investment Bank is acting as investment banker or financial advisor to the debtors or to other parties in interest therein; or (b) affiliates of or creditors of persons who UBS or UBS Investment Bank may have provided services, is currently providing services or in the future may provide services. In the ordinary course of its business, UBS Investment Bank may also purchase services or products from and/or have other non-investment

UBS will provide the identity of the 2 public companies upon request on a confidential basis.

banking relationships with Potential Parties in Interest, including landlords, taxing authorities, vendors, competitors, insurance companies and utility providers and other persons that are or may become parties in interest in these Chapter 11 Cases.

- 10. The Internal Review included a review of the 199 individual names<sup>4</sup> that were included as Potential Parties in Interest. In particular, UBS notes that many of the Debtors' current and former Directors are also directors, officers or have relationships with other corporate entities that UBS may have represented in the past or may be currently providing services unrelated to Debtors or these Chapter 11 Cases. However, the Internal Review of these individuals did not reveal information that UBS believes would impact its representation of the Committee or result in UBS not being a "disinterested person" for purposes of these Chapter 11 Cases.
- Bank's client base, it is possible that UBS Investment Bank may now or in the future be retained by one or more of the Potential Parties in Interest in matters unrelated to the Debtors and these Chapter 11 Cases. In particular, among other things, UBS Investment Bank may have relationships with persons who are beneficial owners of Potential Parties in Interest and persons whose beneficial owners include Potential Parties in Interest or persons who otherwise have relationships with Potential Parties in Interest. Moreover, UBS Investment Bank's employees may have relationships with Potential Parties in Interest, persons that may become parties in interest in these cases, and/or persons that have business relationships with the Debtors, are competitors of the Debtors, or that are customers of the Debtors. Finally, UBS and UBS Investment Bank employees thousands of employees. It is possible that certain UBS and/or UBS Investment Bank employees

5

Only individual names were included on the Potential Parties in Interest list and no other client identifying information such as a social security number or personal address. Accordingly, the Internal Review may have generated false positive results. Further, UBS may represent clients or receives services from corporate entities that are owned or controlled by such individuals but not related to the Debtors or the Chapter 11 Cases.

hold securities of the Debtors or interests in mutual funds or other investment vehicles that may own the Debtors' securities. However, none of the UBS employees working on this engagement own any debt or equity interests in the Debtors (other than indirectly through mutual funds, ETFs or similar investment vehicles that are professionally managed and invest in a range of securities).

12. UBS Investment Bank also has wealth and asset management affiliates (collectively, "UBS Wealth and Asset Management Divisions") that are part of the UBS Group and are indirectly owned by UBS AG. The UBS Wealth and Asset Management Divisions are operated as a separate and distinct business groups and are separated from UBS Investment Bank. UBS Investment Bank has in place compliance procedures to ensure that no confidential or nonpublic information concerning the Debtors has been or will be available to any employees of UBS Wealth and Asset Management Divisions. In addition, no employees of UBS Wealth and Asset Management Divisions will work on these Chapter 11 Cases, and UBS employees working on these Chapter 11 Cases have no involvement in the investment or other business decisions of UBS Wealth and Asset Management Divisions. As part of their regular business operations, UBS Wealth and Asset Management Divisions may hold investment positions, act as investment advisor for, or trade securities (including in discretionary client accounts and through the operation of hedge funds and mutual funds) on behalf of Potential Parties in Interest in these Chapter 11 Cases. Some of these UBS Wealth and Asset Management Divisions accounts and funds may have held, may now hold or may in the future hold debt or equity securities of the Debtors or the Debtors' creditors, equity holders, or other parties in interest in these cases, for the benefit of UBS Wealth and Asset Management Divisions' clients or customers. Additionally, the Debtors, creditors, equity holders, or other parties in interest in these Chapter 11 Cases, and UBS or its affiliates, managing directors, and employees, may be investors in investment funds that are managed by

UBS Wealth and Asset Management Divisions. However, based on the separate legal entities, business separation and compliance information barriers referred to above, I do not believe that the activities of UBS Wealth and Asset Management Divisions constitute a conflict of interest that would disqualify UBS from providing the services described in the Engagement Letter.

- 13. In addition, in the ordinary course of its business as a global securities trading firm, UBS Investment Bank has a trading desk (the "<u>Trading Desk</u>") that may be involved in transactions with Potential Parties in Interest. For the reasons described below, none of these relationships constitutes an interest adverse to the Debtors' estates. Specifically:
  - a. The Trading Desk regularly engages in trading securities (for purposes hereof, including loans). These trades may include trades of securities of Potential Parties in Interest and/or trades with Potential Parties in Interest for the account of UBS, its affiliates or its customers (including Potential Parties in Interest);
  - b. The Trading Desk may also purchase indexes, portfolios or baskets of securities which may include securities of the Debtors (not to exceed 10% of such index, portfolio or basket) for the account of UBS, its affiliates or its customers;
  - c. The Trading Desk has purchased and may continue to purchase securities issued by entities that have invested directly or indirectly in pools of mortgages, which pools include mortgages on properties of Debtors or non-Debtor affiliates, for the account of UBS, its affiliates or its customers.
- 14. As discussed below, these activities are subject to the Information Barrier Procedures (as defined below). Further, in connection with the Internal Review, as of the Petition Date, UBS Investment Bank does not own a proprietary interest in any debt or equity securities of the Debtors.
- 15. As part of its regular business operations, the Trading Desk may trade securities or other instruments of the Debtors on behalf of third parties (some of whom may be Potential Parties in Interest in these Chapter 11 Cases). UBS may also trade securities and other

instruments of the Potential Parties in Interest on behalf of itself and/or its affiliates or third parties. UBS also engages in certain types of market-making activities and, in connection therewith, may hold securities and instruments of the Debtors (and/or the Potential Parties in Interest) in order to facilitate the purchase and/or sale of such securities and instruments by clients who wish to engage in trade of such securities and instruments. In connection therewith, UBS may temporarily hold long and short position in such securities and instruments until trades are consummated with the clients. The Trading Desk and any and all such trading operations and market-making activities are separated from other areas of the UBS Investment Bank, including employees in the restructuring group and all investment banking professionals working on these Chapter 11 Cases, pursuant to the Information Barrier Procedures (described below), and no UBS professionals providing services to the Debtors will be involved in such trading operations and market-making activities in any capacity.

16. As previously disclosed herein, UBS and UBS Investment Bank operate independently from the UBS Wealth and Asset Management Divisions and in compliance with rigorous internal policies, barriers and compliance procedures, UBS and the UBS Investment Bank and the deal team members working on the Engagement do not have any control, and may not access any information, regarding any holdings that UBS Wealth and Asset Management Divisions and the Trading Desk (as defined below), may have in the Debtors' debt or equity whether held on a proprietary or client facilitation basis. Although certain employees of UBS, UBS Investment Bank, UBS Wealth and Asset Management Divisions and the Trading Desk are physically located at UBS' US Headquarters at 1285 Avenue of the Americas in New York<sup>5</sup>, the employees are

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Due to the Covid-19 pandemic, almost all of the employees working at the US Headquarters have been working remotely since March 2020. UBS' Information Barriers and Procedures have been modified or augmented to address remote employees and compliance with such Information Barriers and Procedures continues to be actively monitored and enforced by compliance teams and control room groups.

separated by physical barriers, include different building floors. In addition, building areas are restricted by individual security access rights that is separately monitored and enforced by UBS' internal security department and compliance teams.

- 17. The Internal Review confirmed that as of the date of this Declaration, UBS Securities LLC does not hold any proprietary interest in any debt or equity of the Debtors, however, UBS Securities LLC, in the ordinary course of business may have in the past and may currently be nominally listed as a noteholder or equity holder, for the benefit of a client. Any such holdings are subject to UBS' internal policies, including information barriers as discussed below. Specifically, the deal team working on the Engagement are boxed and separated from any UBS Securities LLC employee that may be acting on behalf or at the direction of a client with respect to such debt or securities.
- 18. Pursuant to UBS' information barrier policies and procedures (the "Information Barrier Procedures"), UBS has established and will maintain the following internal procedures (subject to the next paragraph of this Declaration): (i) UBS professionals, including those advising the Committee, have received training with respect to the Information Barrier Procedures and are required to certify annually that they are aware of and will comply with such procedures; (ii) the UBS professionals advising the Committee in these Chapter 11 Cases will not directly or indirectly share any non-public information generated by, received from, or relating to the Debtors or these Chapter 11 Cases with any other employees, representatives, or agents of UBS, except on a strictly confidential basis with other UBS employees, representatives, or agents who need to know such information for purposes of advising the Debtors, (iii) UBS professionals advising the Debtors in these Chapter 11 Cases will not receive any information regarding UBS' trading in securities in advance of the execution of such trades; (iv) the UBS compliance

department reviews UBS' trades to determine if there is any reason to believe that such trades were not made in compliance with the Information Barrier Procedures and maintains records of such reviews; (v) the management team of UBS' investment banking department monitors (in consultation with the compliance department) a sampling of e-mails of professionals in the department (including those professionals advising the Debtors in these Chapter 11 Cases) to prevent unauthorized disclosure of information through electronic means from professionals in the investment banking department to professionals in the UBS business units engaged in trading activities; (vi) UBS professionals advising the Committee in these Chapter 11 Cases work on building floors that are physically separated with monitored security access from the Trading Desk and other business units engaged in trading activities; (vii) UBS professionals involved in UBS' trading activities will be unable to access the computer files and documents created and prepared by those professionals involved in these Chapter 11 Cases; and (viii) UBS will immediately inform counsel for the Committee, counsel for the Debtors and the United States Trustee in writing if such procedures are breached in connection with these Chapter 11 Cases.

19. Notwithstanding the foregoing, the UBS professionals advising the Committee in these Chapter 11 Cases may share information with (i) senior management of UBS who, due to their duties and responsibilities, have a legitimate need to know such information, provided that such individuals (a) otherwise comply with the procedures described in the previous paragraph of this Declaration and (b) use such information only in connection with their senior managerial responsibilities; (ii) regulatory authorities; and (iii) legal, compliance, internal audit, and other internal control functions within UBS that need to know such information for purposes of carrying out their control functions.

Case 20-11218-MFW Doc 795-3 Filed 07/22/20 Page 12 of 38

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 22, 2020

/s/ Elizabeth LaPuma

Elizabeth LaPuma UBS Securities LLC

#### Schedule 1

#### POTENTIAL PARTIES IN INTEREST

### SCHEDULE 1(a) <u>Debtors</u>

CMGC Canada Acquisition ULC

Dollar Rent A Car, Inc.

Dollar Thrifty Automotive Group Canada Inc.

Dollar Thrifty Automotive Group, Inc.

**Donlen Corporation** 

Donlen Fleet Leasing, Ltd.

Donlen FSHCO Company

Donlen Mobility Solutions, Inc.

DTG Canada Corp.

DTG Operations, Inc.

DTG Supply, LLC

Firefly Rent A Car LLC

Hertz Aircraft, LLC

Hertz Canada Limited

Hertz Car Sales LLC

Hertz Global Holdings, Inc.

Hertz Global Services Corporation

Hertz Local Edition Corp.

Hertz Local Edition Transporting, Inc.

Hertz System, Inc.

Hertz Technologies, Inc.

Hertz Transporting, Inc.

Rental Car Group Company, LLC

Rental Car Intermediate Holdings, LLC

Smartz Vehicle Rental Corporation

The Hertz Corporation

Thrifty Car Sales, Inc.

Thrifty Rent-A-Car System, LLC

Thrifty, LLC

TRAC Asia Pacific, Inc.

### SCHEDULE 1(b) **Non-Debtor Subsidiaries**

2232560 Ontario Inc.

2240919 Ontario Inc.

3216173 Nova Scotia Company

Ace Tourist Rentals (Aus) Pty Limited

**Apex Processing Limited** 

Association, Inc.

Daimler Hire Limited

Dan Ryan Car Rentals Limited

DNRS II LLC DNRS LLC

Donlen Canada Fleet Funding Corporation

Donlen Canada Fleet Funding LP

Donlen Trust

DTGC Car Rental L.P.

EILEO SAS

Executive Ventures, Ltd.

HA Fleet Pty Ltd. HA Lease Pty. Ltd.

**HC Limited Partnership** 

HCE Limited Partnership

Hertz (U.K.) Limited

Hertz Accident Support Ltd.

Hertz Asia Pacific (Japan), Ltd.

Hertz Asia Pacific Korea Ltd Hertz Asia Pacific Pte. Ltd.

Hertz Asia Pacific Pty. Ltd.

Hertz Australia Pty. Limited

Hertz Automobielen Nederland B.V.

Hertz Autopozicovna s.r.o. Hertz Autopujcovna s.r.o.

Hertz Autovermietung GmbH

Hertz Belgium b.v.b.a.

Hertz Canada (N.S.) Company

Hertz Canada Finance Co., Ltd.

Hertz Canada Vehicles Partnership

Hertz Car Rental Consulting (Shanghai) Co.

Ltd.

Hertz Claim Management B.V.

Hertz Claim Management byba

Hertz Claim Management GmbH

Hertz Claim Management Limited

Hertz Claim Management S.r.l.

Hertz Claim Management SAS

Hertz Claim Management SL

Hertz Corporate Center Property Owners'

Hertz de Espana, S.L.

Hertz Dealership One LLC

Hertz Do Brasil Ltda.

Hertz Europe Limited

Hertz Europe Service Centre Limited

Hertz Finance Centre Limited

Hertz Fleet (Italiana) SrL

Hertz Fleet Lease Funding Corp.

Hertz Fleet Lease Funding LP

Hertz Fleet Limited

Hertz France S.A.S.

Hertz Funding Corp.

Hertz General Interest LLC

Hertz Holdings III UK Limited

Hertz Holdings Netherlands B.V.

Hertz International RE Limited

Hertz International Treasury Limited

Hertz International, Ltd.

Hertz Investment (Holdings) Pty. Limited

Hertz Investments, Ltd.

Hertz Italiana SrL

Hertz Luxembourg, S.à.r.l.

Hertz Management Services Sarl

Hertz Monaco, S.A.M.

Hertz New Zealand Holdings Limited

Hertz New Zealand Limited

Hertz NL Holdings, Inc.

Hertz Note Issuer Pty. Ltd.

Hertz Puerto Rico Holdings Inc.

Hertz Superannuation Pty. Ltd.

Hertz UK Receivables Limited

Hertz Vehicle Financing II LP

Hertz Vehicle Financing LLC

Heriz Venicle Financing LLC

Hertz Vehicle Financing U.K. Limited

Hertz Vehicle Sales Corporation

Hertz Vehicles LLC

HIRE (Bermuda) Limited

HVF II GP Corp.

International Fleet Financing No. 2 B.V.

Navigation Solutions, L.L.C.

Probus Insurance Company Europe DAC

Puerto Ricancars, Inc.
RAC Finance, SAS
Rental Car Finance LLC
Stuurgroep Fleet (Netherlands) B.V.
Stuurgroep Holdings C.V.
Stuurgroep Holland B.V.

TCL Funding Limited Partnership
Thrifty Insurance Agency, Inc.
Tourism Enterprises Ltd\*
Van Wijk Beheer B.V.
Van Wijk European Car Rental Service B.V.

### SCHEDULE 1(c) Current Directors and Officers

Anindita Mukherjee Daniel A Ninivaggi David A. Barnes Frederic Deschamps Henry R. Keizer Jamere Jackson Jodi J. Allen Angela Brav Tom Callahan Kevin M. Sheehan Leslie Hunziker M. David Galainena Murali Kuppuswamy

Opal G. Perry Bob Stuart

Paul Stone

Richard E. Esper

Scott Massengill

Sung H. Cho

Vincent J. Intrieri

### SCHEDULE 1(d) Certain Former Directors and Officers

Brian P. MacDonald

Carolyn N. Everson

Debra J. Kelly-Ennis

John P. Tague

Carl T. Berquist

Michael J. Durham

Kathryn V. Marinello

Linda Fayne Levinson

Matthew E. Jauchius

Murali Kuppuswamy

Narasimhan B. Srinivasan

Richard J. Frecker

Robin C. Kramer

Thomas C. Kennedy

Thomas J. Sabatino

Richard D. Broome

Tyler A. Best

David G. Trimm

# SCHEDULE 1(e) Current or Known Recent 5% + Shareholders

BlackRock, Inc.\*
Dimensional Fund Advisors L.P.\*
GAMCO Investors, Inc.\*
Icahn Capital LP\*
PAR Capital Management, Inc.
Renaissance Technologies Corp.
The Vanguard Group, Inc.

### SCHEDULE 1(f) Top 50 Unsecured Creditors

5.500% Senior Notes Due October 2024 6.000% Senior Notes Due January 2028 6.250% Senior Notes Due October 2022 7.125% Senior Notes Due August 2026

AAA

Allied Universal Security Services\*

American Express\*

AT&T\*

**ATS Processing Services** 

**Autonation Shared Service Center** 

Bridgestone/Firestone Inc\*
Buildrite Construction Corp

Car Trawler

City and County of San Francisco

City of Chicago\* COMDATA\* Dealer Dot Com

Deloitte

Dent Wizard International Corp

**Dueck Richmond** 

Expedia\* Fines Ford

Gerber National Claim Services LLC

Goldman Sachs Mortgage Co., as lender and

administrative agent\* Greater Orlando Avi Auth Greater Orlando Aviation Auth

Hotwire

IBM Corporation\*
Infor (US) Inc.\*
JM & A Group Inc
Lane Valente

Lyft\*

MAACO Franchising Corporate LLC

Massachusetts Port Authority\*

Nissan\*
Nissan CN
Pep Boys
Platepass LLC

Pros Revenue Management Safelite Fulfillment Inc Sirius XM Radio Inc\* Southwest Airlines\*

Telus International Us Corp\* Teradata Operations Inc.\*

Travel Jigsaw

Travelport LP C O Bank of America

Lockbox\*

United Airlines\*

US Bank Promissory Notes\*

VXI Global Solutions

Wayne County

#### SCHEDULE 1(g)

#### Significant Lenders/Trustees/Agents/Other Known Debtholders/etc.

Barclays\*

BOKF, NA

Barclays Bank PLC\*

BNP Paribas\*

BNP Paribas Trust Corporation UK Limited\*

BNY Trust Company of Canada

Citibank N.A.\*

Credit Agricole\*

Credit Agricole Corporate and Investment Bank\*

Deutsche Bank\*

Deutsche Bank AG, London Branch\*

Deutsche Bank Luxembourg S.A.\*

Goldman Sachs Mortgage Company

Goldman Sachs Mortgage Company

Gresham Receivables

**HSBC France\*** 

Irish Ring

King Street Funding Trust (Bank of Nova Scotia)\*

KPMG LLP

Lloyds\*

Lombard North Central PLC

Magenta Capital Corporation

Matchpoint Finance

National Australia Bank\*

Natixis\*

P.T. Limited

RBC, London Branch

Ridge Trust (Bank of Montreal)

Royal Bank of Canada, Sydney Branch\*

Sheffield Receivables

The Bank of New York Mellon Trust Company, N.A.\*

Wells Fargo Bank, National Association\*

Westpac Banking Corporation\*

Wilmington Trust, National Association

#### **SCHEDULE 1(h)**

#### Restructuring Advisors to Certain Creditors and Other Potential Parties in Interest

Akin Gump

Alix Partners

Ankura

Arnold Porter

Cleary Gottlieb

Clifford Chance

Davis Polk

Dentons

Duane Morris

Ducera

GLC Advisors & Co.

Houlihan Lokey\*

King & Wood Mallesons

Kirkland

Latham

Luskin Stern & Eisler

Manier & Herod P.C.

Mayer Brown

Osler

Outten & Golden LLP

Ropes & Gray

Rothschild\*

Saul Ewing

Shearman Sterling

Squire Patton Boggs

Stikeman

Wachtell, Lipton, Rosen & Katz

Willkie Farr

### SCHEDULE 1(i) Significant Depository Banks

Abn Amro Bank N.V.\* Banca Intesa Sanpaolo\* Banca Popolare Di Milano\*

Banco Bilbao Vizcaya Argentaria SA\*

Banco Popular de Puerto-Rico

Banco Santander SA\*

Bank Banque et Caisse d'Epargne de l'Etat,

Luxembourg\*
Bank of America\*
Bank of China\*
Bank of Hawaii\*
Bank of Ireland\*
Bank of Montreal\*

Bank of New York Mellon\*
Bank of New Zealand\*

Banque Europeenne Credit Mutuel

Barclays Bank PLC (UK)\*

BB&T\*

Blackrock Liquidity Funds\* BNP Paribas (France, Monaco)\*

Citibank (Ireland, UK)\*

Citibank Dubai\*

Citibank-Puerto Rico\*

Citizens Bank\*

Credit Suisse First Boston-NY\*

Czeskoslovenská Obchodní Banka a.s.

DBS Bank LTD\*

Deutsche Bank AG (France, Germany, Belgium, UK, Netherlands, Luxembourg)\*

Deutsche Bank Nederland N.V.\* Deutsche Bank Sociedad Anónima

Española\*

Deutsche Bank SpA\*
Federated (investment)\*

Fidelity Investments Fifth Third Bank\* Harris Bank

HSBC Bank (China) Company Ltd,

Shanghai Branch\*
HSBC Treasury Fund\*

Industrial and Commercial Bank\*

ING Belgium SA/NV\*
J.P. Morgan Chase Bank\*

J.P. Morgan Chase Bank, N.A. Amsterdam\*

JP Morgan Chase Bank (Canada)\*
JP Morgan Chase Bank Netherlands\*

Key Bank\*

La Banque Postale\*

Llovds\*

Mitsui sumitomo Bank\*

Mizuho Bank\*
PNC Bank\*
POSTBANK
Regions Bank\*

Slovenská Sporitlena a.s.

Societe Generale\*
Standard Chartered\*
SunTrust Bank\*
Tatra Banka a.s.
TD Bank-USA\*

Toronto Dominion Bank\*

U.S. Bank\*

Unicredit - Banca Di Roma\*

Unicredit Bank Czech Republic a.s.

United Missouri Bank Wells Fargo Bank\*

Westpac Banking Corporation\*

### SCHEDULE 1(j) Significant Vendors of the Debtors

767 Auto Leasing LLC

AAA

ADAC Autovermietung Aena Aeropuertos, S.A. Aeroport De Paris\* Afco Credit Corporation

Airport A P Mgr Airport Revenue Fund Ally Financial\*

Amadeus IT Group SA\*
American Express\*

American Express CPC Remittance

Processing\*

American Tire Distributions-ATD\*

Archimedes LLC

Artefact Marketing Engineering UK Limited

ARWE Car Rental Service GmbH

AT&T\*

Autonation Shared Service Center BAA Business Sup Centre Ltd (Lhr)

BCA Fleet Solutions Limited Bridgestone/Firestone Inc\*

Broward Co Aviation Dept Ft Lauder

Hwood

Buildrite Construction Corp Byers Car Rentals LLC

C3/CustomerContactChannels Inc Carco Carriage Corporation Cass Information Systems Inc\*

Citibank\*

Citizens Bank National Association\* City and County of Denver Co City and County of San Francisco

City of Atlanta
City of Chicago\*
City of Los Angeles
City of Philadelphia
City of Phoenix
City of San Jose

Clark County Dept Of Aviation N Las

Vegas

Collector General COMDATA\*

Crossmedia Inc

Dade County Aviation Dept Mdad Finance

Division

Dealer Dot Com

Deloitte Consulting LLP

Dent Ology

DFW International Airport EDS Service Solutions LLC Expedia.Com Travel\* Ford Bank GmbH

Ford Bank GmbH

Frontline Technology Solutions\*

GCA Services Group

Gerber National Claim Services LLC

Greater Orlando Avi Auth Greater Orlando Aviation Auth

Hertz Fleet (Italiana) Srl

Hillsborough County Aviation Authority

Airport

IBM Corporation\*
Infor (US) Inc\*
IPC USA, INC
JM & A Group Inc
Lane Valente
Lyft Inc\*

MAACO Franchising Corporate LLC Managed Labor Solutions LLC Manheim Credit And Collections

Marsh USA Inc\*

Massachusetts Port Authority\*
Mercedes-Benz Leasing Gmbh
Metro Washington AP Auth
Microsoft Corporation\*
Mileage Plus Holdings LLC\*
Minn St Paul Metro A P Comm

MVI Field Services LLC

Optiv Security Inc Optumrx Inc

Oracle America Inc\*

Overland West Inc PEP BOYS

Platepass LLC

Port Authority of NY & NJ

Port Authority Of NY & NJ Newark Intl A

P Anc 350 Port of Portland Port of Seattle

Raleigh Durham Airport Auth

Safelite Fulfillment Inc
Salesforce Com Inc\*

Salt Lake City Corporation San Diego County Reg A P Auth

Sintax Logistica S.A.
Sirius XM Radio Inc\*
Southwest Airlines Co\*

Southwest Airlines O A L Billing\* State of Hawaii Department of

Transportation

State of Hawaii Dept of Trans Honolulu Intl

The Sabre Group Inc\*

Travelport LP C O Bank of America

Lockbox

TSD Massachusetts Business Trust

United Road Logistics

Wayne County

Wells Fargo Bank NA\*

Western Conf of Teamsters Pension Trust

#### **SCHEDULE 1(k)**

#### Significant Contract/Lease Counterparties to the Debtors

AAA

Amadeus IT Group SA\*

American Express\*

American Tire Distributions-ATD

Applied Invention LLC Archimedes LLC

AT&T\*

Businessolver.Com Inc

C3/CustomerContactChannels Inc Cass Information Systems Inc\*

COMDATA\*
Crossmedia Inc
Dealer Dot Com

Deloitte Consulting LLP

Dent Wizard International Corp EDS Service Solutions LLC Ernst And Young LLP

Fred Beans Parts

Frontline Technology Solutions\*

GCA Services Group

Granite Telecommunications, LLC

IBM Corporation\*

Imperial Supplies Holdings Inc

Infor (US) Inc\*
IPC USA, Inc

Kairos Technologies Inc

Lane Valente
Lyft Inc\*

MAACO Franchising Corporate LLC Managed Labor Solutions LLC Manheim Credit And Collections

Microsoft Corporation\*

Mulesoft Inc

National Carwash Solutions Inc

Optiv Security Inc Optumrx Inc

Oracle America Inc\*

Pep Boys

PricewaterhouseCoopers LLP Pros Revenue Management

RR Donnelley\*

Safelite Fulfillment Inc Salesforce Com Inc\* Sirius XM Radio Inc\* Southwest Airlines Co\* The Sabre Group Inc\* Truman Arnold Companies

TSD Massachusetts Business Trust Verge Information Technologies Inc

VXI Global Solutions LLC

#### SCHEDULE 1(1) Significant Customers of the Debtors

ABB Inc\*

Accenture

**ALU** Nokia

Amgen Incorporated\*

AT&T Services Inc\*

Bank of America\*

BASF Corporation\*

Berkshire Hathaway\*

Boston Scientific Corporation\*

BP p.l.c.\*

Cigna Corporate Services LLC\*

Cisco Systems Inc\*

Coca Cola Co The\*

Cummins\*

Deere & Co\*

Deloitte Services LP

Delta Air Lines\*

Eaton Corp\*

EC Purchasing (ECP)

Ernst & Young LLP

FedEx Corporation\*

General Electric Company\*

IBM Corporation\*

Intel Corporation\*

IQVIA\*

J.P. Morgan Chase\*

Jacobs Collision Center

**KPMG LLP** 

L3Harris Technologies Inc\*

Marriott International\*

McKesson\*

McKinsey & Co Inc US

National Football League

NBC Universal Media

Oracle Corp\*

Pfizer Inc\*

Philips Health Tech North Amer

Premier Purchasing Partners

PriceWaterhouseCoopers (PWC)

Robert Bosch Corp\*

Rockwell Automation\*

SAP America Inc.\*

Siemens Corp North America\*

Sodexo Operations LLC\*

Thermo Fisher Scientific\*

TPG Global LLC\*

United Airlines Inc\*

United Healthcare Services Inc

University of California

Wells Fargo Bank NA\*

#### SCHEDULE 1(m) **Significant Taxing Authorities**

Bay Area Air Quality Mgmt Dsct

California Department of Tax And Fee

Administration City of Anaheima City of Boston

City of Colorado Springs

City of Fremont Revenue Division City of Kansas City Missouri

City of Los Angeles City of Newark City of Newport

City of North Miami Beach

City of Pueblo City of San Jose City of Santa Barbara City of Warr Acres Clark County Nv

Commonwealth of Virginia Department of

State Police

County Director of Finance

Deloitte Tax LLP

Department of Licensing

Department of Toxic Substances Control

eCollect PA LLC

Fairfax County Circuit Court General Service Administration Georgia Department of Revenue Gwinnett County\*

Harris Galveston Subsidence District

Harrison And Duncan Pllc Hawaii State Tax Collector Illinois Secretary of State Jefferson Parish Fire Dept

Joseph Lopinto III

Kuwait Ministry of Finance Minister Of Finance - Bc Minister Of Finance Bc

Nevada Department Of Motor Vehicles New Jersey Motor Vehicle Commission

**PCAOB** 

Rhode Island Interactive LLC

Secretario De Hacienda

Secretary of State Supply Distribution

South Coast AQMD

State of Alabama Office of State Treasurer

State of Idaho

State of Kentucky Treasurer

State Of Rhode Island And Providence

**Plantations** 

Town of Leesburg

Treasurer City of Pittsburgh

Treasurer State Of New Jersey Dept of The

Treasury

Village of North Palm Beach

### SCHEDULE 1(n) Significant Insurers

ACE American Insurance Company

ACE American Insurance Company

ACE Fire Underwriters Insurance Company

ACE Property and Casualty Insurance

Company

AIG Europe S.A.

AIG Europe S.A. Sucursal En España

AIG Europe S.A., Netherlands Branch

AIG, Foreign Casualty\*

Allianz Global Risks US Insurance

Company\*

Allied World National Assurance Company

American Guarantee and Liability Insurance

Company

American International Group UK Limited

(AIG)\*

Arch Insurance Company

**Argonaut Insurance Company** 

Ascot Reinsurance Company Limited

**AXIS Insurance Company** 

Beazley Insurance Company, Inc.

Berkley Professional Liability

Berkshire Hathaway Specialty Insurance

Chubb Insurance Company of Canada\*

Continental Casualty Company

Cooperativa de Seguros Multiples

Cooperativa de Seguros Múltiples

Cooperativa De Seguros Multiples De PR

**Endurance Assurance Corporation** 

**Everest National Insurance Company** 

Freedom Specialty Insurance Company

Great American Insurance Company

Great American Spirit Ins. Company

Guardian Insurance Company

Hartford\*

Hiscox Insurance Company Inc.\*

Homesite Insurance Company

Illinois National Insurance Company

Indemnity Insurance Company Of North

America

**Indian Harbor Insurance Company** 

**ING\*** 

Ironshore Indemnity Inc.

Liberty Mutual Property\*

Lloyd's of London

Markel American Insurance Company\*

Mutua de Seguros y Reaseguros

National Union Fire Insurance Company of

Pittsburgh, Pa.

National Union Fire Insurance Company of

Pittsburgh, Pa.

Navigators Specialty Insurance Company -

Non-Admitted

Old Republic Insurance Company\*

Philadelphia

Probus Insurance Company Europe DAC

Probus Insurance Company Europe DAC /

FIATC

Probus Insurance Company Europe DAC /

Reale Mutua

RLI Insurance Company\*

Starr Indemnity & Liability Company

State National Insurance Company, Inc.\*

Travelers Casualty and Surety Company of

America\*

U.S. Specialty\*

United States Aircraft Insurance Group

XL Bermuda Ltd

XL Specialty Insurance Company

Zurich American Insurance Company\*

### SCHEDULE 1(0) Significant Ordinary Course Professionals

Altus Business License LLC\*

Anybill (Paypool)

Baker McKenzie

Deloitte LLP

Ernst and Young LLP

IMS ExpertServices

Allen Matkins

Mayer Brown

Herbert Beigel

Seyfarth Shaw

Ballard, Spahr - PA

Jenner & Block LLP

KPMG LLP

McCarthy Tetrault

Phelps Dunbar, LLP

McGuireWoods

Nixon Peabody LLP

Mike Cox Law Firm

Thompson Reuters

Dechert LLP

Orrick Herrington

PricewaterhouseCoopers (PWC)

Weil Gotshal

Winston & Strawn LLP

# SCHEDULE 1(p) Adversaries in Certain Material Litigation

Pedro Ramirez Jr. (individually and on behalf of himself and all others similarly situated)
Sheet Metal Workers Local Union 80 Pension Trust Fund
Westchester Teamsters Pension Fund
Jane Purnell
Mike Frissora
Elyse Douglas
John Jeffery Zimmerman
Scott Sider

# SCHEDULE 1(q) <u>Debtors' Restructuring Professionals</u>

FTI Consulting\*
Kekst and Company
Deloitte LLP
Moelis & Company\*
Prime Clerk
Richards Layton & Finger
White & Case

#### **SCHEDULE 1(r)**

#### U.S. Trustee, Judges, and Court Contacts for the District of Delaware

Chief Judge Christopher S. Sontchi

Judge John T. Dorsey

Judge Karen B. Owens

Judge Brendan L. Shannon

Judge Laurie Selber Silverstein

Judge Mary F. Walrath

Judge Ashely M. Chan

Cacia Batts

Catherine Farrell

Cheryl Szymanski

Claire Brady

Danielle Gadson

Jill Walker

Karen Strupczewski

Laura Haney Laurie Capp

Lora Johnson

Marquietta Lopez

Rachel Bello

Rachel Werkheiser

Robert Cavello

Sherry Scaruzzi

Una O'Boyle

Andrew R. Vara

T. Patrick Tinker

David Buchbinder

Linda Casey

Timothy J. Fox, Jr.

Benjamin Hackman

Jane Leamy

Hannah M. McCollum

Linda Richenderfer

Juliet Sarkessian

Richard Schepacarter

Rosa Sierra

Holly Dice

Jeffrey Heck

James R. O'Malley

Michael Panacio

Karen Starr

## SCHEDULE 1(s) Committee Members

American Automobile Association, Inc. Emma Bradley Janice Dawson International Brotherhood of Teamsters Pension Benefit Guaranty Corp. Sirius XM Radio, Inc.\* Southwest Airlines Co.\* U.S. Bank\* Wells Fargo Bank\*

#### SCHEDULE 1(t) **Ad Hoc Group Members**

683 Capital Management Aegon Asset Management

Aegon USA Investment Management, LLC

AIG Asset Management (U.S.), LLC

Alliance Bernstein\* Bank of America\* Barings LLC\*

Capital Research and Management

Company

Columbia Management Investment

Advisers, LLC

D.E. Shaw Galvanic Portfolios, L.L.C.

Fir Tree Partners

Fort Washington Investment Advisors, Inc.

Invesco\*

JP Morgan Asset Management\*

Nomura Corporate Research and Asset

Management Inc.\*

One William Street Capital Management,

L.P.

The Northwestern Mutual Life Insurance

Company

TD Asset Management\* Zinnia Perch, L.L.C Jason Dawson Wendellyn Moore Bamidele Aiyekusibe

Mark Graham Keith Fricke Peter Lee S. Sharma

La Tache Snell-Jones

Emma Bradley Polat Kemal Arlean Green Hannah Ayoub Nicole Stevens **Shontrell Higgs** Julius Burnside Magalie Sterlin Arthur Stepanyan **Howard Junious** Laketa Collins

Michelle Johnson

Brian Steinberg Antwone Person

Michael Koss

Amanda Koss

Cheryl Young Stephanie Keene

James Keene

Barbara Fernandez

Thomas John Channell

Michael Channell

Jessica Gurumendi

Roula Vangelis

**Brent Williams** 

Nancy Cullen Smits

Ryan Smits

Henry B. Essick III

Jeffrey Bower

William Hawkins

Paul Alexander

Azaliyah Sanata

Jennifer Kennedy

Rondarius Holmes

**Sharon Hopkins** 

Natashia Moore

Tyese Golden

Alisha Vinson

LaQuisha Freeman

Zariah Jackson

Joseph Miles

Dionne Woodson

Rose Epps

Tiffany Griffith

John Pearson

Zavier Thorton

Melissa Rochester

Anthony Rochester

Aliyah Rochester

Daniel Domini

Marcquise Farrell

George Cooper

Sheri Martine

Adrian Salazar

William McGovern Sondra Crum Claudio Rodriguez Gary Turner Stephanie Denny Beth Grunfeld Julie Goettl Deidra Ford Christopher Rice Rose Mallery Fred Goettl Kelvin Howard Ferdinand D'Orville Clara Gamazo Alice Townsend Roberto Cruz Cameron Letch Cynthia Johnson Ryan Phillips Sharod King Carl Johnson Ana Reyes David Mower Carolina Senior Carlos Osuna Wvndell Penson

Integrative Physical Medicine Winter Haven

a/a/o Syed Abu Nahid, MD CFI a/a/o Syed Abu Nahid, MD

Kayth Sanchez Akeem Glasgow Jackie Berry Victoria Majors Kevin Davidson Yvonne Stafort

Full Spine a/a/o Reginald Williams

Candace Hope Jeniffer Lumpkins Jay La Forest

Rimma Bergeron-Langlois

Laurie L. Nelson Declan Clarke Patrick J. Callanan Jacqueline Yasurek

Victor Baez Deborah Baez Kip Jefferys Christopher Smith

Florida Injury a/a/o Earl James

Kefah Khalaf Wendy Bowes Maria Martinez Zoemarie Pastrana Thomas Mcilree Francis Uilaki Lana Ribeiro Cintya Concha Shyrel Green Chen Chen

Max Osuna Kathleen Rios Nelson Soto Roman

Antonio Gamazo Anika Porter Leonard Pittman, II Kennai Swinton Latae Ward Donovan Fletcher Carolyn Simmons

Willie Henderson Theodore Henderson Timothy Clark

Cynthia Farley

Zena Johnson **Gregory Griffin** Marsha Gaughan Annie Durrah

Latisha Daise Gloria Calderon Alfreda Lincoln Ebony Hollimon Kevin Klava

Gretchen Henkel Moira Henkel Eddie Young John Crum Kimberly Kelly Laura Watkins **Bailey Watkins** Gloria Weltzbarker John Steven Ward Piercey

De"Shany Benn

Christopher O'Neil

Shirley Mazza

James Mazza

**Brett Richter** 

Pamela Lucas

Jeff Brower

Alicia King

**Davielle Stewart Tony Thomas** 

Kaylee Tanner Rachel Ornstein

Health & Spine Medical Center a/a/o Diana

Gutierrez Tonya Stewart Sean Grimm Marianne Falasco Wayne Larkin Kenneth Henderson Angela Henderson

Brandon Bollenbach

Margarita Hernandez Diane M. Ocasio Hernandez

Michael Anthony Cruz Amy Boschen Javaree Latimer Warren Boschen Lisa Catarina Fontes Charles Paoli

Integrative Physical Medicine Winter Haven Giovanni Irene a/a/o Sandra Rubel Darrell Agrella Henry Villalobos Joshua Streeter Joinel Cherival Marcia Bryant

Chiropractic Health Clinic a/a/o Carole Bess Integrative Physical Medicine Winter Haven

a/a/o Jacquesta Jennings Clarence Wheeler Anthony Pereira Susan Trowbridge

Alexandrea Moore Yomaris Estrella Silverio

Charisse Salmon Mark Wallace

**Dwight Swasey** Access Injury a/a/o Alfredo Rivera

**Quentin Nichols** Zelda M. Johnson Rosa Garcia de Gonzalez Abderrahim Guzrou

Tori Polk

Madeline Rodriguez

Spine & Brain Neuro a/a/o Loretta Gilberry

David Hobby Amber Bertrand Franco Fusi Jalen Bertrand Carrie Pyles

Martha Moreira-Ferrell Candace Montie Jeff Ferrell

Bermann Desir Chion Sen Fung Ramos

First Health Chiro a/a/o Bruno Andolcetti

Jonathan Newman

Joseph Robinson

Vincent Galioto

OneCare a/a/o Krystal Pendleton OneCare a/a/o Krimsyn Valverde

Demi Herrera Jennifer Davis Charles Dunn Sasheika Phillips Daigran Bonner Cynthia Clark Cheryl Glazar Martha Mejia Rina Elias

Darryl Dayson Javonte Carter Dionicio Cruz Marjorie Mardy Julia Nerstheimer Sally Boerschel Sabino Rivera Adelina Colon Erma Ouick

Tracey Johnson

SF Chiropractic Rehab Center, Inc. a/a/o Ae

**Kyoung Kim** 

Robert White Marquise Worlds

James Adams

Miguel De La Cruz

Lisa De La Cruz

Ruben Martnes

Marygrace Campbell

Patricia Williams

William Schutt

James Pantages

Scott Sands

Dylan Sands

Robert McGrath

JoAnn Snider

**Thomas Snider** 

Carline Louisjeune

Alexander Reviczky

Sabrina Dill

Louvena Cromartie

Barbara Muratore

Anthony Wilbanks

Augustine Helsel

Daniel Mora

Michael Clark

Jennifer Eno-Clark

Shantell Ford

Javoris Ford

JoAnn Nance

**Anthony Fuentes** 

William Vansickle

Raheem Mobley

April Austin

Akia Greaux

Moheb Heinen

Theodore Kruger

Tania Alvarado Chavez

Fred Baird

Timothy Carney

Lemuel Martinez

Terrence O'Hora

Julia Cejas Perez

Jared Lantzman

Catherine Bradis

Catina Smith

Johnny Simon

Sharmaine Browne-Daniel

Lucy Cena Jean Nalepa John Haney, Jr. Emelda Watkins Andrew Brookes